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OF COUNSEL
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RECORDATION NO. 25875-B FILED

November 30, 2005

NOV 30 '05

4-24 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Supplement No. 3 and Lease Supplement No. 4, dated as of November 30, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement, filed with the Board under Recordation Number 25875.

The names and addresses of the parties to the enclosed document are:

Lessor: Wells Fargo Bank Northwest, National
Association
299 South Main Street, 12th Floor
Salt Lake City, Utah 84111

Lessee: The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas
New York, New York 10036

Mr. Vernon A. Williams
November 30, 2005
Page 2

A description of the railroad equipment covered by the enclosed document is:

185 centerbeam flatcars within the series ATW 300202 - ATW 300599 as more particularly set forth in the equipment schedule attached to the document,

and

140 BethGon II coal gondola cars: MWGX 0141 - MWGX 0280.

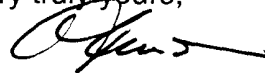
A short summary of the document to appear in the index is:

Memorandum of Lease Supplement No. 3 and Lease Supplement No. 4.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

NOV 30 '05

4-24 PM

**MEMORANDUM OF LEASE SUPPLEMENT NO. 3 SURFACE TRANSPORTATION BOARD
AND LEASE SUPPLEMENT NO. 4
(Surface Transportation Board)**

THIS MEMORANDUM LEASE SUPPLEMENT NO. 3 AND LEASE SUPPLEMENT NO. 4 dated as of November 30, 2005, is between WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, as Owner Trustee (the "Lessor"), and THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation (the "Lessee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. The Lessee has leased from Lessor certain railcars identified on Schedules 1 and 2, attached hereto, under Lease Supplement No. 3 and Lease Supplement No. 4, each dated as of November 30, 2005, to that certain Equipment Lease Agreement (CIT Rail Trust 2005-1), dated as of September 30, 2005 (hereinafter together as amended, modified, supplemented and or replaced from time to time as the "Lease").

B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

C. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

THE CIT GROUP/EQUIPMENT FINANCING,
INC., AS LESSEE

By: Catherine Stiglich

Name: Catherine Stiglich

Title: Vice President

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss:

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of New York this 28th day of November, 2005 by Catherine Stiglich, as a Vice President of THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation.

Richard D'Annunzio

Notary Public

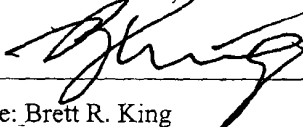
My commission expires: _____

[Notarial Seal]

RICHARD D'ANNUNZIO
Notary Public, State of New York
No. 43-4693159
Qualified in Richmond County
Commission Expires March 30, 2022


IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION, NOT IN ITS
INDIVIDUALLY CAPACITY BUT SOLELY AS
OWNER TRUSTEE, AS LESSOR

By: 
Name: Brett R. King
Title: Vice President

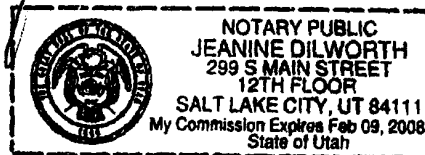
STATE OF UTAH)
) ss:
COUNTY OF Salt Lake)

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Salt Lake this ____ day of November, 2005 by Brett R. King, as Vice President of Wells Fargo Bank Northwest, National Association.


Notary Public

My commission expires: _____

[Notarial Seal]



Schedule 1

DESCRIPTION OF EQUIPMENT UNDER LEASE SUPPLEMENT NO. 3

Number	Description/Type	Car Numbers
185	110 ton, 73 ft., National Steel Riserless Type Centerbeam Flat cars	See Schedule 1A

Schedule 1A

	WEYERHAUSER
1	ATW 300202
2	ATW 300205
3	ATW 300359
4	ATW 300375
5	ATW 300385
6	ATW 300386
7	ATW 300387
8	ATW 300388
9	ATW 300389
10	ATW 300390
11	ATW 300413
12	ATW 300418
13	ATW 300419
14	ATW 300420
15	ATW 300426
16	ATW 300427
17	ATW 300428
18	ATW 300429
19	ATW 300430
20	ATW 300433
21	ATW 300434
22	ATW 300436
23	ATW 300437
24	ATW 300438
25	ATW 300439
26	ATW 300440
27	ATW 300441
28	ATW 300442
29	ATW 300443
30	ATW 300444
31	ATW 300445
32	ATW 300446
33	ATW 300447
34	ATW 300448
35	ATW 300449
36	ATW 300450
37	ATW 300451
38	ATW 300452
39	ATW 300453
40	ATW 300454
41	ATW 300455
42	ATW 300456
43	ATW 300457
44	ATW 300458
45	ATW 300459
46	ATW 300460

	WEYERHAUSER
101	ATW 300515
102	ATW 300516
103	ATW 300517
104	ATW 300518
105	ATW 300519
106	ATW 300520
107	ATW 300521
108	ATW 300522
109	ATW 300523
110	ATW 300524
111	ATW 300525
112	ATW 300526
113	ATW 300527
114	ATW 300528
115	ATW 300529
116	ATW 300530
117	ATW 300531
118	ATW 300532
119	ATW 300533
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121	ATW 300535
122	ATW 300536
123	ATW 300537
124	ATW 300538
125	ATW 300539
126	ATW 300540
127	ATW 300541
128	ATW 300542
129	ATW 300543
130	ATW 300544
131	ATW 300545
132	ATW 300546
133	ATW 300547
134	ATW 300548
135	ATW 300549
136	ATW 300550
137	ATW 300551
138	ATW 300552
139	ATW 300553
140	ATW 300554
141	ATW 300555
142	ATW 300556
143	ATW 300557
144	ATW 300558
145	ATW 300559

47	ATW	300461
48	ATW	300462
49	ATW	300463
50	ATW	300464
51	ATW	300465
52	ATW	300466
53	ATW	300467
54	ATW	300468
55	ATW	300469
56	ATW	300470
57	ATW	300471
58	ATW	300472
59	ATW	300473
60	ATW	300474
61	ATW	300475
62	ATW	300476
63	ATW	300477
64	ATW	300478
65	ATW	300479
66	ATW	300480
67	ATW	300481
68	ATW	300482
69	ATW	300483
70	ATW	300484
71	ATW	300485
72	ATW	300486
73	ATW	300487
74	ATW	300488
75	ATW	300489
76	ATW	300490
77	ATW	300491
78	ATW	300492
79	ATW	300493
80	ATW	300494
81	ATW	300495
82	ATW	300496
83	ATW	300497
84	ATW	300498
85	ATW	300499
86	ATW	300500
87	ATW	300501
88	ATW	300502
89	ATW	300503
90	ATW	300504
91	ATW	300505
92	ATW	300506
93	ATW	300507
94	ATW	300508
95	ATW	300509
96	ATW	300510

146	ATW	300560
147	ATW	300561
148	ATW	300562
149	ATW	300563
150	ATW	300564
151	ATW	300565
152	ATW	300566
153	ATW	300567
154	ATW	300568
155	ATW	300569
156	ATW	300570
157	ATW	300571
158	ATW	300572
159	ATW	300573
160	ATW	300574
161	ATW	300575
162	ATW	300576
163	ATW	300577
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175	ATW	300589
176	ATW	300590
177	ATW	300591
178	ATW	300592
179	ATW	300593
180	ATW	300594
181	ATW	300595
182	ATW	300596
183	ATW	300597
184	ATW	300598
185	ATW	300599

97	ATW	300511
98	ATW	300512
99	ATW	300513
100	ATW	300514

Schedule 2


DESCRIPTION OF EQUIPMENT UNDER LEASE SUPPLEMENT NO. 4

NUMBER OF RAILCARS	MANUFACTURER	DESCRIPTION	CAR NUMBERS
140	Johnstown	4493 cu. ft. Johnstown BethGon II Coal Gondolas	MWGX 0141-0280

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 11/30/15



Robert W. Alvord